MobileComm of the Southeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNKJ386 KNKM683 KNKO283 KPA404 KPA492

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

2:56:24 PM, 8/25/98 Page 1

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 tirs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (C) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| See associated | | | \$ | |
| | | | | |

| ASSIGNOR OR TRANSFEROR | | | | | | |
|---|------------|----------------------------|--|--|--|--|
| T1. Name of Assignor or Transferor | 1 | T2. Voice Telephone Number | | | | |
| MobileMedia Corporation, Debtor-in-Possession (201) 969-4692 | | | | | | |
| T3. Assumed Name Used for Doing Business (if any) T4. Fax Telephone Number (201) 969-4526 | | | | | | |
| T5. Mailing Street Address or P.O. Box | | | | | | |
| One Executive Drive, Suite 500 | | | | | | |
| T6. City | T7. State | T8. Zip Code | | | | |
| Fort Lee NJ 0 | | | | | | |
| T9. Name of Contact Representative (if other than Assignor or Transferor) | T10. Voice | Telephone Number | | | | |
| Nancy J. Victory, Esq. | (202) | 429-7388 | | | | |
| T11. Firm or Company Name | 1 . | lephone Number | | | | |
| Wiley, Rein & Fielding | (202) |) 429-7207 | | | | |
| T13. Mailing Street Address or P.O. Box | | | | | | |
| 1776 K Street, N.W. | | | | | | |
| T14. City | T15. State | T16. Zip Code | | | | |
| Washington | D.C. | 20006 | | | | |

TYPE OF TRANSACTION

| T | 17. | 7. This application requests (T) Assignment of authorization Conse | ent to <u>Transfe</u> | er of Contr | ol of Licensee | |
|---|------|---|-----------------------|-------------|-------------------|---|
| T | 18. | 8. How will assignment or transfer of control be accomplished? (O^*) Sale | or other tran | nsfer or as | signment of stock | <u>O</u> ther |
| 1 | 19. | 9. This assignment of authorization or transfer of control of licensee is (V) | ⊻oluntary | Involunta | агу | |
| 7 | 720. | 10. Will this be a <u>pro_forma_</u> assignment or transfer of control? (N) <u>Y</u> es | <u>N</u> G | | | |
| ٦ | Г21. | 1. Is local or state authorization required for this assignment or transfer of control | 1? (*) | <u>Y</u> es | | t will obtain all ate authorizations |

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

| | AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED | | | | | | |
|---|--|--------------------------|--------------------------|-------------------------|---|--|--|
| | T22. Call Sign | T23. Radio Service | T24. Date of Grant | T25. How Obtained | T25. Name of Licensee (as appearing in FCC Records) | | |
| | | | | | See Exhibit 1 | | |
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ASSIGNMENT OF STOCK

| | Stock | Number of Shares | Classification |
|----|------------------------------|-------------------|----------------|
| 5 | hares to be transferred | See Section II.C. | T28. |
| 5 | nares issued and outstanding | T29. | T30. |
| Į. | hares authorized | T31. | T32. |

ASSIGNEE OR TRANSFEREE

| 33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc. | (See also FCC Form 430 at Section VII.D.) | T34. Voice Telephone Numbe (508) 870-6700 | | | | | |
|--|---|--|----------------------------|--|--|--|--|
| 1 · · · · · · · · · · · · · · · · · · | | | lephone Number 836-2760 | | | | |
| r37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250 | | | | | | | |
| T38. City Westborough | | T39. State | T40. Zip Code 01581 | | | | |

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

| T41. Legal Name of Licensee MobileMedia License Co. L.L.C. | | T42. Voice Telephone Numbe (201) 969-4692 | | | |
|---|---|--|---------------|--|--|
| T43. Assumed Name Used for Doing Business | if any) | T44. Fax Telephone Number (201) 969-4526 | | | |
| T45. Mailing Street Address or P.O. Box | ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500 | | | | |
| T46. City | | T47. State | T48. Zip Code | | |
| Fort Lee | | NJ | 07024 | | |
| T49. Taxpayer Identification Number | | T50. Internet or e-mail address pgray@mobilecomm.com | | | |

ALIEN OWNERSHIP

| Γ 5 1. | Is the assignee or transferee a foreign government or the representative of any foreign government? | (N |) | <u>Y</u> es | <u>N</u> o |
|---------------|--|-----|---|-------------|------------|
| T52. | is the assignee or transferee an alien or the representative of an alien? | (N |) | <u>Y</u> es | <u>N</u> o |
| T 53 . | Is the assignee or transferee a corporation organized under the laws of any foreign government? | (N |) | <u>Y</u> es | <u>N</u> o |
| T54. | Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N |) | <u>Y</u> es | <u>М</u> о |
| T55. | Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yee", attach exhibit explaining nature and extent of alien or foreign ownership or control. | (N |) | <u>Y</u> es | <u>N</u> o |

| T56. | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) See Se | Yes ction I | |
|------|---|---------------|----------------|------------|
| T57. | Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | Yes | <u>N</u> o |
| T58. | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | <u>Y</u> es | <u>N</u> o |
| 159 | Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N) | <u>Y</u> es | <u>N</u> o |

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing

Joseph A. Bondi

T61. Title

Chairman - Restructuring

T63. Date

September 1, 1998

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferse agrees to assume all obligations and abide by all conditions imposed upon the assigner or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing Paul H. Kuzia

T67. Signature

T68. Date

| T56. | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station | |) Yes | <u>N</u> o |
|------|---|-----|---------------|------------|
| | authorization, license, construction permit denied by the Commission? | See | Section | II.E |
| T57 | Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N |) <u>Y</u> es | <u>N</u> o |
| T58 | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N |) <u>Y</u> es | <u>N</u> o |
| T59 | ls the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N |) <u>Y</u> es | <u>N</u> o |
| | | | | |

ASSIGNOR OR TRANSFEROR CERTIFICATION

| The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is authority to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief. |
|--|
| 60. Typed Name of Person Signing |
| T63. Signature |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. The assignee or transferee is a (an) (C) Individual | Unincorporated Association | <u>Partnership</u> | Corporation |
|--|------------------------------|----------------------------|------------------|
| T65. Typed Name of Person Signing | T66. Title | | |
| Paul H. Kuzia | Executive Vi Technology a | ce Presiden nd Regulato | t, rý Affairs |
| T67. Signeflure | | T68. Date | 3 2 6 1998 |

MobileComm of the Northeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Private Carrier Paging Service (GS). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WNIR387 WNIR396 WNLK770 WNWI221 WPHB438

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

4:11:05 PM, 8/25/98 Page 1

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMS
3080-8318
Est. Avy. Burden Hotels
Per Response: 3 Hits

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (C) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| , i | FCC Form 159 | | \$ | |

ASSIGNOR OR TRANSFEROR

| ADDICATION ON THATION | EI/OI/ | | | | |
|--|---|----------------------------|--|--|--|
| T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession | T2. Voice Telephone Number (201) 969-4692 | | | | |
| T3. Assumed Name Used for Doing Business (if any) | T4. Fax Telephone Number (201) 969-4526 | | | | |
| T5. Mailing Street Address or P.O. Box | | | | | |
| One Executive Drive, Suite 500 | | | | | |
| T6. City | T7. State | T8. Zip Code | | | |
| Fort Lee | NJ | 07024 | | | |
| T9. Name of Contact Representative (if other than Assignor or Transferor) Nancy J. Victory, Esq. | 1 | Telephone Number 429-7388 | | | |
| T11. Firm or Company Name Wiley, Rein & Fielding | | lephone Number 429-7207 | | | |
| T13. Mailing Street Address or P.O. Box 1776 K Street, N.W. | | | | | |
| T14. City | T15. State | T16. Zip Code | | | |
| Washington | D.C. | 20006 | | | |

TYPE OF TRANSACTION

| T17. | This application requests (T) Assignment of authorization Conf | sent to <u>T</u> ransfer | of Control of Licensee | |
|------|---|-------------------------------------|-------------------------------------|--|
| T18. | | le or other trans *See Section I | sfer or assignment of stoc II.C. | k <u>O</u> ther |
| T19. | This assignment of authorization or transfer of control of licensee is $\ (\ V$ |) <u>Y</u> oluntary | Involuntary | |
| T20. | Will this be a $\underline{\text{pro forma}}$ assignment or transfer of control? (N) $\underline{\text{Y}}$ e | 8 <u>N</u> o | | |
| T21. | Is local or state authorization required for this assignment or transfer of contr | rol? (*) | *Applica Yes No necessary | ant will obtain all state authorizations |

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

| | T23. | T24. | T25. | BE ASSIGNED OR TRANSFERRED T26. | | | |
|---------------------------------------|------------------|------------------|-----------------|---|--|--|--|
| T22. Call Sign | Radio Service | Date of Grant | How Obtained | T26. Name of Licensee (as appearing in FCC Records) | | | |
| | | | | See Exhibit 1 | | | |
| 7. | | | | | | | |
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ASSIGNMENT OF STOCK

| Stock | Number of Shares | Classification | |
|-------------------------------|-------------------|----------------|--|
| Shares to be transferred | See Section II.C. | T28. | |
| Shares issued and outstanding | T29. | T30. | |
| Shares authorized | Т31. | T32. | |

ASSIGNEE OR TRANSFEREE

| T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc. | (See also FCC Form 430 at Section VII.D.) | 7 | T34. Voice Telephone Number (508) 870-6700 | | |
|---|---|------------|--|--|--|
| T35. Assumed Name Used for Doing Business (if a | ny) | | Rephane Number 836-2760 | | |
| T37. Mailing Street Address or P.O. Box | | | | | |
| 1800 West Park Drive, Suite 250 | | | | | |
| T38. City | | T39. State | T40. Zip Code | | |
| Westborough | | MA | 01581 | | |

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

| T41. Legal Name of Licensee | | T42. Voice Telephone Number | | | |
|--|---------------------------|---|------------|---------------|--|
| MobileMedia License Co. L.L.C. | | (201) 969-4692 | | | |
| T43. Assumed Name Used for Doing Busines | SS (if any) | T44. Fax Telephone Number (201) 969-4526 | | | |
| T45. Mailing Street Address or P.O. Box | | ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500 | | | |
| T46. City | | | T47. State | T48. Zip Code | |
| Fort Lee | | | NJ | 07024 | |
| T49. Taxpayer Identification Number | T50. Internet or e-mail a | iddress | | | |
| TBD | pgray@mobilecomm.com | | | | |

ALIEN OWNERSHIP

| T51. | Is the assignee or transferee a foreign government or the representative of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
|------|--|-----|-------------|------------|
| T52. | Is the assignee or transferee an alien or the representative of an alien? | (N) | <u>Y</u> es | <u>N</u> o |
| T53. | Is the assignee or transferee a corporation organized under the laws of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
| T54. | Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) | <u>Y</u> es | <u>N</u> o |
| T55. | Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | (N) | <u>Y</u> es | <u>N</u> o |

| 156 . | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) See Sec | Yes ction I | <u>м</u> о [.В. |
|--------------|---|----------------|----------------|--------------------|
| 157. | Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | <u>Y</u> es | <u>N</u> o |
| ľ58. | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | <u>Y</u> es | <u>N</u> o |
| T59. | Is the assignor or transferor, assignee or transferoe, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N) | <u>Y</u> es | <u>N</u> o |

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

| T60. Typed Name of Person Signing | T61. Title | | | |
|-----------------------------------|--------------------------|--|--|--|
| Joseph A. Bondi | Chairman - Restructuring | | | |
| T62. Signature | T63. Date | | | |
| My Sol | September 1, 1998 | | | |
| 7,7 | | | | |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any sult or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. | The assignee or transferee is a (an) | (C) | Individual | Deincorporated Association | <u>P</u> artnership | Corporation |
|------|--------------------------------------|-----|---------------|----------------------------|---------------------|---------------------------------------|
| T65. | Typed Name of Person Signing | | Paul H. Kuzia | T66. Title | | Vice President, Regulatory Affairs |
| T67. | Signature | | | | T68. Date | В |

| | | \sim 1 | 1 4 | | ATI | ONS |
|----|----|----------|-----|---|------|-----|
| 0/ | 13 | w | " | · | MI 1 | UNG |

| | BASIC QUALIFICATION | ONS | | | | |
|--------------------|--|--|--|---|--|--|
| T56 | . Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modificati authorization, license, construction permit denied by the Commission? | any FCC station authorization, on or renewal of FCC station | (N See | | Yes ion | <u>M</u> o II.B |
| T5/ | | | |) | Yes | <u>N</u> o |
| T58 | 8. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | | |) | <u>Y</u> es | <u>N</u> o |
| T59 | 9. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirect controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in ar pending matter referred to in the preceding two items? | | | | <u>Y</u> es | <u>N</u> o |
| a h b | TRANSIGNOR or TRANSFEROR represents that the authorization will not be assigned until the consent of the Federal Communications Commission has been given; that period and are incorporated berein as if set out in full in this application; that neithe enefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Appassion or distribution of a controlled substance and that all statements made in the knowledge and belief. | t all exhibits attached or refer r the assignor or transferor in act of 1988, 21 U.S.C. Section 8 | enced h Subject 62, bec | erein are t to a de ause of a | a mate mial of convic | rial part Federal tion for |
| 60 |). Typed Name of Person Signing | T61. Title | | | | |
| 62 | 2. Signature | Τ63 | . Date. | | _ | |
| | ASSIGNEE OR TRANSFEREE O | ERTIFICATION | | | | |
| c li tr a | the ASSIGNEE or TRANSFEREE waives any claim to the use of any particular freegulatory power of the United States because of the previous use of the same, we ertifies that grant of this assignment or transfer of control would not cause the assignment in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations ransferor under the subject authorization(s), unless the Federal Communications flows, except for liability for any act done by, or any right accrued by, or any suit ransferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment of the Anti-Drug Abuse Act of 1988, 21 U.S | hether by license or otherwise or transferee to be in violation and abide by all conditions. Commission pursuant to a ror proceeding had or commissioned is subject to a denial or commissioned in the commiss | se. The on of the impose equest enced a frequest | assigne e spectro d upon t made he against, t al benefit | e or tra um aggi the assi erein ot the assi ts that i | insferee regation ignor or herwise ignor or ncludes |

distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. The assignee or transferee is a (an) (C) Individual | Unincorporated Association | Partnership Corporation |
|--|----------------------------------|----------------------------------|
| T65. Typed Name of Person Signing | T66. Title | |
| Paul H. Kuzia | Executive Vice Technology and | President, Regulatory Affairs |
| T67. Signature | | T68. Date |
| Ham Wyman | | AUG 2 6 1998 |

MobileComm of the Northeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Business Radio Service (IB/IG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WNRH787

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

> Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (C) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| See associated | | | \$ | |

| ASSIGNOR OR TRANSFEROR | | | | |
|---|---|---------------------------|--|--|
| T1. Name of Assignor or Transferor | 1 | 2. Voice Telephone Number | | |
| MobileMedia Corporation, Debtor-in-Possession | (201) | 969-4692 | | |
| T3. Assumed Name Used for Doing Business (if any) | T4. Fax Telephone Number (201) 969-4526 | | | |
| T5. Mailing Street Address or P.O. Box | | | | |
| One Executive Drive, Suite 500 | | | | |
| T6. City | T7. State | T8. Zip Code | | |
| Fort Lee | NJ | 07024 | | |
| T9. Name of Contact Representative (if other than Assignor or Transferor) | T10. Voice Telephone Number | | | |
| Nancy J. Victory, Esq. | (202) 429-7388 | | | |
| T11, Firm or Company Name T12. Fax Telephone Number | | | | |
| Wiley, Rein & Fielding (202) 429-7207 | | | | |
| T13. Mailing Street Address or P.O. Box | | | | |
| 1776 K Street, N.W. | | | | |
| T14. City | T15. State | T16. Zip Code | | |
| Washington D.C. 20006 | | | | |

TYPE OF TRANSACTION

| T17. | This application requests (T) Assignment of authorization Consent to Transfer of Control of Licensee |
|------|--|
| T18. | How will assignment or transfer of control be accomplished? (O*) Sale or other transfer or assignment of stock Other *See Section II.C. |
| T19. | This assignment of authorization or transfer of control of licensee is (V) <u>V</u> oluntary <u>I</u> nvoluntary |
| T20. | Will this be a <u>pro_forms</u> assignment or transfer of control? (N) Yes No |
| T21. | Is local or state authorization required for this assignment or transfer of control? (*) Yes No necessary state authorization |

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

| T22. Call Sign | T23. Radio Service | T24. Date of Grant | T25. How Obtained | T26. Name of Licensee (as appearing in FCC Records) |
|--|--------------------------|--------------------------|-------------------------|---|
| | | | | See Exhibit 1 |
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ASSIGNMENT OF STOCK

| | Stock | Number of Shares | Classification |
|---|------------------------------|-------------------|----------------|
| 8 | hares to be transferred | See Section II.C. | T28. |
| S | hares issued and outstanding | T29. | T30. |
| , | hares authorized | T31. | T32. |

ASSIGNEE OR TRANSFEREE

| 33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc. | (See also FCC Form 430 at Section VII.D.) | T34. Voice Telephone Number (508) 870-6700 | | | | |
|--|---|--|----------------------------|--|--|--|
| r35. Assumed Name Used for Doing Business (if any) | | | lephone Number 836-2760 | | | |
| T37. Mailing Street Address or P.O. Box | | | | | | |
| 1800 West Park Drive, Suite 250 | | | | | | |
| T38. City | | T39. State | T40. Zip Code | | | |
| Westborough | | MA | 01581 | | | |

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

| T41. Legal Name of Licensee MobileMedia License Co. L.L.C. | | | Telephone Number 969-4692 | |
|---|---|--|------------------------------|---------------|
| T43. Assumed Name Used for Doing Business | s (if any) | | lephone Number 969-4526 | |
| T45. Mailing Street Address or P.O. Box | A. Gray, Esq. rive, Suite 500 | | | |
| T46. City | | | T47. State | T48. Zip Code |
| Fort Lee | | | NJ | 07024 |
| T49. Taxpayer Identification Number | T50. Internet or e-mail ac pgray@mobilecor | | | |

ALIEN OWNERSHIP

| T51. | Is the assignee or transferee a foreign government or the representative of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
|------|--|-----|-------------|------------|
| T52. | is the assignee or transferee an alien or the representative of an alien? | (N) | <u>Y</u> es | <u>N</u> o |
| T53. | is the assignee or transferee a corporation organized under the laws of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
| T54. | Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) | <u>Y</u> es | <u>N</u> ο |
| T55. | Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yee", attach exhibit explaining nature and extent of alien or foreign ownership or control. | (N) | <u>Y</u> es | <u>N</u> o |

| T56. | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) See Se | Yes ction I | |
|--------------|---|---------------|----------------|------------|
| T57. | Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | <u>Y</u> es | <u>N</u> o |
| 58. | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | <u>Y</u> es | No |
| T 59. | Is the assignor or transferor, assignee or transferoe, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N) | <u>Y</u> es | <u>N</u> o |

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

| T60. Typed Name of Person Signing | T61. Title | | | | | |
|-----------------------------------|--------------------------|--|--|--|--|--|
| Joseph A. Bondi | Chairman - Restructuring | | | | | |
| T62. Signature | T63. Date | | | | | |
| A Sech | September 1, 1998 | | | | | |
| | | | | | | |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee cartifles that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any sult or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. | The assignee or transferee is a (an) | (C) | Individual | Unincorporated | d Association | Partnership | <u>C</u> orporation |
|------|--------------------------------------|-----|---------------|----------------|-------------------|-------------|---------------------------------------|
| T65. | Typed Name of Person Signing | | Paul H. Kuzia | | 766. Title Tec | | Vice President, Regulatory Affairs |
| T67. | Signature | | | | | T68. Date | |

| RA | SIC | OU | ΙΔΙ | IFIC | TA | IONS |
|----|-----|----|-----|------|----|------|
| | | | | | | - |

| T56 | . Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station | (N |) <u>Y</u> es | <u>N</u> o |
|-----|---|-----|---------------|------------|
| | authorization, license, construction permit denied by the Commission? | See | Section | II.B |
| T57 | . Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N |) <u>Y</u> es | <u>N</u> o |
| T58 | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N |) <u>Y</u> es | <u>N</u> o |
| T59 | ls the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N |) <u>Y</u> es | <u>N</u> o |
| | | | | - |

ASSIGNOR OR TRANSFEROR CERTIFICATION

| | The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that co and until the consent of the Federal Communications Commission has been given; that all exhibit hereof and are incorporated berein as if set out in full in this application; that neither the assign benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, possession or distribution of a controlled substance and that all statements made in this applies his or her knowledge and belief. | s attached or referenced hereix are a material part nor or transferor is subject to a denial of Federal 21 U.S.C. Section 862, because of a conviction for |
|---|--|--|
| - | 60. Typed Name of Person Signing | |
| | 62. Signature | T63. Date |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| T64. The assignee or transferee is a (an) (C) Individual | Unincorporated Association | <u>Partnership</u> | Corporation |
|--|--------------------------------|------------------------------|------------------------|
| T65. Typed Name of Person Signing | T66. Title | | |
| Paul H. Kuzia | Executive Vic Technology an | e President, d Regulatory | Affairs |
| T67. Signature | | T68. Date AUG | 2 6 1998 |

MobileComm of the Northeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

| KCC483 | KDS378 | KDS443 | KDS735 | KEA777 | KEC513 |
|---------------|---------------|----------------|---------|---------|---------------|
| KEC518 | KEC521 | KEC745 | KEC935 | KEC941 | KEJ888 |
| KEJ894 | KEK295 | KGA252 | KGA805 | KG1775 | KG1787 |
| KKB374 | KKB455 | KKB707 | KNKB477 | KNKB478 | KNKB487 |
| KNKB875 | KNKC512 | KNKC676 | KNKC692 | KNKD581 | KNKD737 |
| KNKE205 | KNKE208 | KNKE209 | KNKE210 | KNKG813 | KNKG815 |
| KNKI281 | KNKI513 | KNKI958 | KNKJ470 | KNKJ953 | KNKK265 |
| KNKK584 | KNKK611 | KNKK615 | KNKK619 | KNKK645 | KNKK691 |
| KNKK744 | KNKK788 | KNKK853 | KNKL512 | KNKL533 | KNKM209 |
| KNKM393 | KNKM452 | KNKM456 | KNKM476 | KNKM479 | KNKM480 |
| KNKM481 | KNKM482 | KNKM484 | KNKM489 | KNKM490 | KNKM927 |
| KNKM981 | KNKM983 | KNKO317 | KNKO318 | KNKO319 | KNKO323 |
| KNKO325 | KNKO327 | KNKO330 | KNKO361 | KNKO367 | KNKO379 |
| KNKO529 | KNKO941 | KNKO955 | KNKP563 | KPA347 | KPB286 |
| KPE256 | KQA338 | KQC884 | KQD303 | KQK714 | KQK771 |
| KQZ774 | KRH643 | KRH676 | KRS620 | KRS669 | KRS715 |
| KSA811 | KSD311 | KSD315 | KSD316 | KSD327 | KSV921 |
| KSV924 | KSV956 | KSV987 | KTR997 | KTS200 | KTS283 |
| KUA215 | KUA482 | KUC846 | KUC848 | KUC952 | KUD214 |
| KUO608 | KUS272 | KWB370 | KWH306 | KWH315 | KWH317 |
| KWT927 | KWU262 | KWU474 | WXR902 | WXR960 | WXS212 |
| WXS405 | WXS452 | WXS456 | | | |

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

3:06:55 PM, 8/25/98 Page 1

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMS 3008-8319 Est. Avg. Burden Hotes Per Response: 3 Hrs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (C) Fee Due for Fee Type Code in (a) | (d) Tatal Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| | FCC Form 159 | | \$ | |

ASSIGNOR OR TRANSFEROR

| Addiction on Handi Liton | | | | |
|---|--|------------------|--|--|
| T1. Name of Assignor or Transferor MobileMedia Corporation, Debtor-in-Possession T2. Voice Telephone Number (201) 969-4692 | | | | |
| T3. Assumed Name Used for Doing Business (if any) | T4. Fax Telephone Number (201) 969-4526 | | | |
| T5. Mailing Street Address or P.O. Box | | | | |
| One Executive Drive, Suite 500 | | | | |
| T6. City | T7. State | TB. Zip Code | | |
| Fort Lee | NJ | 07024 | | |
| T9. Name of Contact Representative (if other than Assignor or Transferor) | T10. Voice | Telephone Number | | |
| Nancy J. Victory, Esq. | (202) | 429-7388 | | |
| T11. Firm or Company Name | T12. Fax Te | lephone Number | | |
| Wiley, Rein & Fielding | (202) |) 429-7207 | | |
| T13. Mailing Street Address or P.O. Box 1776 K Street, N.W. | | | | |
| T14. City | T15. State | T16. Zip Code | | |
| Washington | D.C. | 20006 | | |
| | | | | |

TYPE OF TRANSACTION

| ۲ | ۲17. | This application requests (T) Assignment of authorization Co | onseni | t to <u>T</u> ransfe | r of Contro | of consee | |
|---|------|--|---------------|--------------------------------|----------------------|-------------------|--|
| 7 | Г18. | How will assignment or transfer of control be accomplished? (O*) | Sale o *Se | or other trans ee Section 1 | sfer or as: II.C. | signment of stock | <u>O</u> ther |
| 1 | T19. | This assignment of authorization or transfer of control of licensee is $(\nabla$ | V) | <u>V</u> oluntary | Įnvolunta | ıry | |
| [| T20. | Will this be a <u>pro forma</u> assignment or transfer of control? (N) | <u>Y</u> es | <u>N</u> o | | | |
| 7 | T21. | Is local or state authorization required for this assignment or transfer of cou | introl? | (*) | <u>Y</u> es | | t will obtain all tate authorizations |

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

| | | | | | BE ASSIGNED OR TRANSFERRED |
|-----|-------------------|--------------------------|--------------------------|-------------------------|---|
| | T22. Call Sign | T23. Radio Service | T24. Date of Grant | T25. How Obtained | T26. Name of Licensee (as appearing in FCC Records) |
| | | | | | See Exhibit 1 |
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ASSIGNMENT OF STOCK

| Stock | Number of Shares | Classification |
|-------------------------------|-------------------|----------------|
| Shares to be transferred | See Section II.C. | T28. |
| Shares issued and outstanding | T29. | T30. |
| Shares authorized | T31. | T32. |

ASSIGNEE OR TRANSFEREE

| T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc. | (See also FCC Form 430 at Section VII.D.) | I . | Selephone Number 870-6700 |
|---|---|------------|----------------------------|
| T35. Assumed Name Used for Doing Business | (if any) | | lephone Number 836-2760 |
| T37. Mailing Street Address or P.O. Box | | | |
| 1800 West Park Drive, Suite 250 | | | |
| T38. City | | T39. State | T40. Zip Code |
| Westborough | | MA | 01581 |

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

| T41. Legal Name of Licensee MobileMedia License Co. L.L.C. | | | T42. Voice Telephone Number (201) 969-4692 | |
|---|--------------------------------|--|--|---------------|
| T43. Assumed Name Used for Doing Business (if any) | | | T44. Fax Telephone Number (201) 969-4526 | |
| T45. Mailing Street Address or P.O. Box | ATTN: Patricia One Executive D | • | | |
| T46. City | | | T47. State | T48. Zip Code |
| Fort Lee | | | NJ | 07024 |
| T49. Taxpayer Identification Number TBD | | T50. Internet or e-mail a pgray@mobileco | | * |

ALIEN OWNERSHIP

| T51. | is the assignee or transferee a foreign government or the representative of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
|------|--|-----|-------------|------------|
| T52. | Is the assignee or transferee an alien or the representative of an alien? | (N) | <u>Y</u> es | <u>N</u> o |
| T53. | Is the assignee or transferee a corporation organized under the laws of any foreign government? | (N) | <u>Y</u> es | <u>N</u> o |
| T54. | Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) | <u>Y</u> es | Йо |
| T55. | Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | (N) | <u>Y</u> es | <u>N</u> o |

| T | 56. | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) See Se | <u>Y</u> es ction I | <u>N</u> o [.B. |
|---|------|---|---------------|------------------------|--------------------|
| 1 | 57. | Has the assignor or transferor, assignee or transferoe, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | <u>Y</u> es | <u>N</u> o |
| | 58. | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | <u>Y</u> es | <u>N</u> o |
| | ľ59. | is the assignor or transferor, assignee or transferoe, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N) | <u>Y</u> es | <u>N</u> o |

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

| ĺ | made in the appropriate are alle, complete and correct to | ure best of this of their kilowieuge and belief. |
|---|---|--|
| | T60. Typed Name of Person Signing | T61. Title |
| | Joseph A. Bondi | Chairman - Restructuring |
| | T62. Signature | T63. Date |
| | AV Barch | September 1, 1998 |
| | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ | |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a particular for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferse, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| | of his or her knowledge and bellet, The assignee or transferee is a (an) | | Unincorporated Association | Partnership Corporation |
|----------------|---|---------------|----------------------------|---|
| T65. | Typed Name of Person Signing | Paul H. Kuzia | Tec | Executive Vice President, chnology and Regulatory Affairs |
| T67. Signature | | | | T68. Date |

| T56. | Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station | (N |) <u>Y</u> es | <u>N</u> o |
|-------|---|-----|---------------|------------|
| | authorization, license, construction permit denied by the Commission? | See | Section | II.B |
| T::7. | Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N |) <u>Y</u> es | <u>N</u> o |
| Т :8. | Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N |) <u>Y</u> es | <u>N</u> o |
| T59 | ., Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (N |) <u>Y</u> es | <u>N</u> o |
| | | | | |

ASSIGNOR OR TRANSFEROR CERTIFICATION

| | The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned and until the consent of the Federal Communications Commission has been given; that hereof and are incorporated berein as if set out in full in this application; that neither benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act possession or distribution of a controlled substance and that all statements made in this or her knowledge and belief. | all exhibits attached or referenced herein are a material part the assignor or transferor is subject to a denial of Federal at of 1988, 21 U.S.C. Section 862, because of a conviction for |
|---|---|--|
| - | T60. Typed Name of Person Signing | T61. Title |
| - | 62. Signature | T63. Date |

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| F64. The assignee or transferee is a (an) (C) Individual | <u>U</u> nincorporated Association <u>P</u> artnership | Corporation |
|--|--|----------------------|
| T65. Typed Name of Person Signing | T66. Title | |
| Paul H. Kuzia | Executive Vice Presid Technology and Regula | ent, tory Affairs |
| 167. Signature | T68. Date | AUG 2 6 1998 |
| | | |

MobileComm of the MidSouth, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Business Radio Service (IB/IG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WNYA560 WPGY363 WPHG663

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.